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November 4, 2010

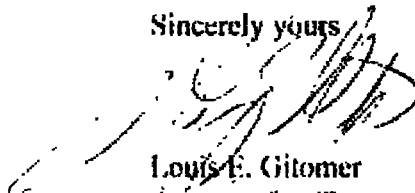
Ms. Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D. C. 20423

RE: Finance Docket No. 35425, *Tennessee Southern Railroad Company, Patriot Rail, LLC, Patriot Rail Holdings LLC, and Patriot Rail Corp. Continuance-In-Control Exemption Columbia & Cowlitz Railway, LLC, Dequeen and Eastern Railroad, LLC, Golden Triangle Railroad, LLC, Mississippi & Skuna Valley Railroad, LLC, Patriot Woods Railroad, LLC, and Texas, Oklahoma & Eastern Railroad, LLC*

Dear Ms. Brown:

Enclosed for filing is a Petition (1) for Waiver and (2) to Amend Motion for Protective Order. Thank you for your assistance. If you have any questions, please call or email me.

Sincerely yours



Louis E. Gitomer

Attorney for: Tennessee Southern Railroad  
Company, Patriot Rail, LLC, Patriot Rail  
Holdings LLC, and Patriot Rail Corp.

Enclosure

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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Finance Docket No. 35425

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TENNESSEE SOUTHERN RAILROAD COMPANY, PATRIOT RAIL, LLC,  
PATRIOT RAIL HOLDINGS LLC, AND PATRIOT RAIL CORP.  
-CONTINUANCE-IN-CONTROL EXEMPTION-  
COLUMBIA & COWLITZ RAILWAY, LLC, DEQUEEN AND EASTERN RAILROAD, LLC,  
GOLDEN TRIANGLE RAILROAD, LLC, MISSISSIPPI & SKUNA VALLEY RAILROAD,  
LLC, PATRIOT WOODS RAILROAD, LLC, AND TEXAS, OKLAHOMA & EASTERN  
RAILROAD, LLC

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PETITION (1) FOR WAIVER AND (2) TO AMEND MOTION FOR PROTECTIVE ORDER

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Patriot Rail Corporation  
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Attorneys for TENNESSEE SOUTHERN  
RAILROAD COMPANY,  
PATRIOT RAIL, LLC,  
PATRIOT RAIL HOLDINGS LLC,  
and PATRIOT RAIL CORP.

Dated: November 4, 2010

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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Finance Docket No. 35425

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TENNESSEE SOUTHERN RAILROAD COMPANY, PATRIOT RAIL, LLC,  
PATRIOT RAIL HOLDINGS LLC, AND PATRIOT RAIL CORP.  
—CONTINUANCE-IN-CONTROL EXEMPTION  
COLUMBIA & COWLITZ RAILWAY, LLC, DEQUEEN AND EASTERN RAILROAD, LLC,  
GOLDEN TRIANGLE RAILROAD, LLC, MISSISSIPPI & SKUNA VALLEY RAILROAD,  
LLC, PATRIOT WOODS RAILROAD, LLC, AND TEXAS, OKLAHOMA & EASTERN  
RAILROAD, LLC

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AMEND MOTION FOR PROTECTIVE ORDER

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Pursuant to 49 C.F.R. § 1110.9, Patriot Rail, LLC and Patriot Rail Holdings LLC, and their wholly owned subsidiaries Patriot Rail Corp. and Tennessee Southern Railroad Company (collectively referred to as “Patriot”) hereby petition the Surface Transportation Board (the “Board”) for a waiver of the requirement of 49 C.F.R. § 1104.3(a) that Patriot file 10 copies of the Asset Purchase Agreement (the “Agreement”). In addition, pursuant to 49 C.F.R. § 1104.11 Patriot seeks to amend the Motion for Protective Order so that it will not have to file a redacted copy of the Agreement.

**Waiver of 49 C.F.R. § 1104.3(a).**

Patriot filed a Motion for a Protective Order on October 27, 2010 to maintain the confidentiality of the Agreement. In response to a request from the Board, on October 28, 2010, Patriot filed five copies of the Agreement with the Board on compact disc (“CD”) because of the size of the Agreement (816 pages if printed and about 46 MB (had the electronic version of the Agreement been less than 10 MB, Patriot would have filed one copy electronically under seal)).

The Board’s rules require the filing of “An executed original, plus 10 copies, of every paper pleading, document, or paper permitted or required to be filed under this subchapter,

including correspondence, must be furnished for the use of the Board, unless otherwise specifically directed by another Board regulation or notice in an individual proceeding.” 49 C.F.R. § 1104.3(a). Patriot did not file a paper copy of the Agreement. Instead Patriot elected to file five copies of the Agreement on five CDs in electronic form in order to avoid printing over 8,000 pages, thereby avoiding using the paper, toner, and electricity necessary to print over 8,000 pages. Patriot also believes that it has reduced the administrative burden on the Board of storage and handling by providing electronic data instead of paper. The five copies of the Agreement provided as electronic data can be easily used and shared within the Board, and are more than the amount needed for electronic filing. Therefore, Patriot respectfully requests that the Board waive the requirement of section 1104.3(a) that it file 10 copies of the Agreement and that the Board accept the five electronic copies already filed.

**Amendment of the Motion for Protective Order.**

Patriot seeks to amend the Motion for Protective Order filed on October 27, 2010 in order to request that the Board not require Patriot to file a redacted version of the Agreement, as the Board has ordered in previous Protective Orders. See *M & G Polymers USA, LLC v. CSX Transportation, Inc., and Canadian National Railway Company*, Docket No. NOR 42123 (STB served August 4, 2010).

As noted before, the Agreement is 816 pages long. It would be an extremely burdensome and lengthy task to review the Agreement and redact the confidential and commercially sensitive material. Moreover, the filing of a redacted version of the Agreement would serve little purpose since any person seeking to review the Agreement would want to review an unredacted version of the Agreement. A party can review the unredacted [HIGHLY CONFIDENTIAL] version of the Agreement by complying with the requirements of a typical protective order served by the Board. Therefore, Patriot respectfully requests the Board not to require the filing of a redacted copy of the Agreement.

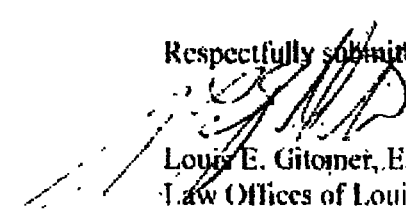
## CONCLUSION

Patriot respectfully requests the Board to waive the requirements of 49 C.F.R. § 1104.3(a) that Patriot file 10 copies of the Agreement, and instead, accept the five copies filed on compact disc. Patriot also respectfully requests that the Board not require it to file a redacted version of the Agreement in granting Patriot's Motion for a Protective Order.

Respectfully submitted,

Robert I. Schellig, Jr.  
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